

MEETING MINUTES

June 27, 2019

The Board of Directors of Vaya Health conducted its regular meeting on Thursday, June 27, 2019 at 200 Ridgefield Court, Suite 206, Asheville, NC.

<i>In Attendance:</i>	<i>Attending:</i>	<i>Apologies:</i>
<i>Billy Kennedy</i>	<i>X(proxy Jack Cahn)</i>	
<i>Gary Blevins</i>	<i>X</i>	
<i>Ira Dove</i>	<i>X</i>	
<i>Jeanne Duncan</i>	<i>X</i>	
<i>Dr. Jack Cahn</i>	<i>X</i>	
<i>Dr. Jeff Heck</i>	<i>X(proxy Rick French)</i>	
<i>Jim Holland</i>	<i>X</i>	
<i>Marche Pittman</i>		<i>X</i>
<i>Mike Norris</i>	<i>X(proxy Rick French)</i>	
<i>Nancy Baker</i>	<i>X</i>	
<i>Pat McGinnis</i>	<i>X</i>	
<i>Rick French (Chair)</i>	<i>X</i>	
<i>Ronnie Beale</i>	<i>X</i>	
<i>Steve Smith</i>	<i>X(by phone)</i>	
<i>Patrick Betancourt</i>	<i>X(by phone)</i>	
<i>Connie Orr</i>	<i>X</i>	
<i>Will Wakefield</i>	<i>X</i>	
<i>Ashely Wurth Bare</i>		<i>X</i>
<i>Ashley Wooten</i>		<i>X</i>
<i>Kevin King</i>		<i>X</i>
<i>Page Lemel</i>	<i>X(proxy Rick French)</i>	

Also attending the June 27, 2019 Board of Directors meeting:

Brian Ingraham, Chief Executive Officer; Clark Phillip, Chief Finance Officer; Christina Dupuch, Chief Community Operations Officer; Tracy Hayes, General Counsel & Chief Compliance Officer; Craig Martin, Chief Medical Officer; Rhonda Cox, Chief Population Health Officer; Allison Inman, Senior Director of Office of Communications; Melissa Brown, Executive Assistant to CEO and GC/CCO; Yvonne French, DHHS Liaison; J.K. Coward, Board Attorney; Christina Rose Carter, Legal Assistant & Clerk to the Board; and two members of the public.

A. Call to Order and Roll Call:

Mr. Rick French, Chairman of the Board, called the meeting to order at 4:44 p.m.

B. Review and Approval of June 27, 2019 Agenda and March 28, 2019 Meeting Minutes:

Ms. Nancy Baker made a motion to approve the June 27, 2019 Board of Directors agenda and March 28, 2019 meeting minutes, as presented. Ms. Pat McGinnis seconded the motion.

Motion unanimously approved.

C. Public Comment:

Two members from the public attended the June 27, 2019 Board Meeting. One member from the public, Ms. Mary Short, addressed the Board of Directors during public comment.

D. Conflict of Interest Disclosure

Ms. Tracy Hayes, disclosed two conflicts of interest on behalf of Mr. Mike Norris and Mr. Ira Dove:

Mr. Mike Norris self-disclosed a new business relationship with in-network provider, Macon Citizens Habilities.

Ms. Tracy Hayes recommended to the board that Mr. Norris remain a board member and recuse himself from any votes related to this provider.

Mr. Ira Dove will be recusing himself from June 27, 2019 Full Board agenda item L.2. Haywood County Property Transfer Resolution.

Ms. Nancy Baker made a motion in support of Ms. Hayes' recommendation to the board regarding Mr. Mike Norris. Mr. Steve Smith seconded the motion.

Motion unanimously approved.

E. Report of the Chair – Rick French

Mr. Rick French's Report of the Chair included the following items:

1. Pinehurst i2i December conference announcement.
2. December 5th, 2019 board meeting reschedule needed.
3. Apparel distribution and ordering announcement.
4. An award ceremony was held for board member Mr. Jim Holland recognizing his dedicated public service and celebration of retirement.

Mr. Ronnie Beale motioned to reschedule the December 5, 2019 Board of Directors and Committee meetings to December 12, 2019. Mr. Gary Blevins seconded the motion.

Motion unanimously approved.

F. Report of the Chief Executive Officer – Brian Ingraham:

Mr. Brian Ingraham's Report of the CEO included the following items:

1. CareforNC# Campaign presentation and summary. Ms. Allison Inman, Director of the Vaya Office of Communications, provided launch/roll-out status and shared highlights of the campaign content.
2. Legislative and DHHS updates including a brief summary of House, Senate and State Budgets; Single Stream Cuts; and budget reductions. Mr. Ingraham also reported that the DHHS Secretary accepted recommendations by the County Commissioner Workgroup, that Tailored Plan LME/MCO regions stay as currently configured.

- G. Closed Session pursuant to N.C. Gen. Stat. § 143-318.11(a)(1) in order to prevent the disclosure of competitive health care information that is privileged or confidential pursuant to N.C. Gen. Stat. § 122C-126.1; or not considered a public record within the meaning of Chapter 132 of the General Statutes; to consult with attorneys pursuant to N.C. Gen. Stat. § 143-318.11(a)(3) ; or to consider the qualifications, competence, performance, character, fitness, or conditions of appointment, of an individual public officer or employee pursuant to N.C. Gen. Stat. §143-318.11(a)(6).**

Mr. Ronnie Beale made a motion for the Board of Directors to enter closed session. Mr. Gary Blevins seconded the motion.

Motion unanimously approved.

The Board of Directors entered closed session at 5:42 pm.

Mr. Ronnie Beale made a motion for the Board of Directors to resume open session. Mr. Gary Blevins seconded the motion.

Motion unanimously approved.

Board resumed open session at 6:31 pm.

Based on Executive Committee recommendation, Mr. Gary Blevins motioned to extend the Chief Executive Officer contract as presented. Dr. Jack Cahn seconded the motion.

Motion unanimously approved.

H. Report of the Chief Financial Officer – Clark Phillip:

Mr. Clark Phillip reviewed June 2019 Financial Dashboards and Reports, proposed budget revision number six, proposed budget revision number seven, and presented the FY2020 Budget, as recommended by the Finance Committee.

Mr. Ira Dove made a motion to approve the financial dashboards and reports, as presented. Mr. Gary Blevins seconded the motion.

Motion unanimously approved.

Mr. Ira Dove made a motion to approve budget revision number six and budget revision number seven, as presented. Mr. Ronnie Beal seconded the motion.

Motion unanimously approved.

Ms. Nancy Baker made a motion to approve the FY2020 Budget, as presented. Mr. Gary Blevins seconded the motion.

Motion unanimously approved.

I. Report of the Regulatory Compliance and Quality Committee:

Dr. Jack Cahn, updated the Board on reports and survey results presented to the Regulatory Compliance and Quality Committee. Quarterly reports included QIC and Compliance Metrics. Annual documents to be approved included the FY2020 Compliance Plan, and the FY2020 Quality Management Documents.

Dr. Jack Cahn made a motion to approve the FY2020 Compliance Plan. Ms. Pat McGinnis seconded the motion.
Motion unanimously approved.

Dr. Jack Cahn made a motion to approve the FY2020 Quality Management Annual Plan, Evaluation, and Program Description. Ms. Pat McGinnis seconded the motion.
Motion unanimously approved.

J. Report of the Consumer & Family Advisory Committee:

Ms. Pat McGinnis, provided an update on recent activity of the Consumer and Family Advisory Committee including engagement and advocacy efforts. Recent meetings in Raleigh related to Medicaid Transformation and CFAC participation included involvement by DHHS. Ms. Pat McGinnis has been reappointed to the State CFAC.

K. Report of the Provider Advisory Council:

Ms. Jeanne Duncan, provided an update on the recent PAC discussions and ongoing efforts including strategies for action revolving around the FY2020 budget and anticipated impact on providers.

L. Other Business:

Ms. Tracy Hayes, presented the June 27, 2019 Microsoft Licensing Sole-Source Purchasing Resolution and June 27, 2019 Haywood County Property Transfer Resolution for board approval.

Ms. Nancy Baker made a motion to approve the June 27, 2019 Microsoft Licensing Resolution, as presented. Mr. Jim Holland seconded the motion.
Motion unanimously approved.

Dr. Jack Cahn made a motion to approve the June 27, 2019 Haywood County Property Transfer Resolution, as presented. Mr. Gary Blevins seconded the motion. Mr. Ira Dove recused himself from the vote.
Motion unanimously approved.

Ms. Hayes also reported the following to the Board: Vaya's Office of Communications would like to formally recognize CFAC member Ray Hemachandra for his outstanding contributions to this year's Materials Review Workgroup. This interdepartmental workgroup meets annually to review Vaya's core member materials (including brochures and our Member Handbook) for accuracy, readability and cultural sensitivity. Ray put an extraordinary amount of time, effort and thought into this project. He prepared a spreadsheet of recommended changes in advance of the meeting and brought a contagious enthusiasm to the group discussion. Ray's dedication, perspective and attention to detail will help ensure Vaya communicates clearly, effectively and compassionately to best meet member and caregiver needs.

Vaya does not just pay lip service to the recommendations of our CFAC. Following this year's meeting, the Office of Communications immediately set to work implementing the workgroup's recommended changes in our materials. Vaya will continue to balance our legal, contractual and accreditation requirements with our goal of

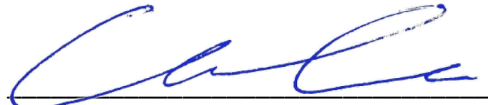
ensuring that Vaya materials are health literate and meet the needs of our members. Thank you to the CFAC for helping make Vaya a better organization.

M. Adjournment:

Ms. Nancy Baker made a motion to adjourn. Mr. Ira Dove seconded the motion.

Motion unanimously approved.

Meeting adjourned at 7:01 pm.



Christina Rose Carter,
Legal Assistant and Clerk to the Board